

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL  
OMB Number: 3235-0287  
Expires: November 30,  
2011  
Estimated average burden  
hours per response... 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public  
Utility Holding Company Act of 1935 or Section 30(f) of the  
Investment Company Act of 1940

1. Name and Address of Reporting Person *	2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
<b>Martin Ronald D</b>	<b>INFINERA CORP [ INFN ]</b>	<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> <b>X</b> <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Senior VP, Worldwide Sales</b>
(Last) (First) (Middle)  <b>C/O INFINERA CORPORATION, 140 CASPIAN COURT</b>	3. Date of Earliest Transaction (MM/DD/YYYY)  <b>1/30/2012</b>	
(Street)  <b>SUNNYVALE, CA 94089</b>  (City) (State) (Zip)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> <b>X</b> <input type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
<b>Common Stock</b>								<b>9192</b>	<b>D</b>	

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(1)							(2)	(2)	Common Stock	12500		12500	D	
Employee Stock Option (Right to Buy)	\$6.97							(3)	8/3/2019	Common Stock	580		580	D	
Employee Stock Option (Right to Buy)	\$6.97							(4)	8/3/2019	Common Stock	36920		36920	D	
Restricted Stock Units	(1)							(5)	(5)	Common Stock	25000		25000	D	
Employee Stock Option (Right to Buy)	\$8.19							(6)	11/23/2016	Common Stock	3144		3144	D	
Employee Stock Option (Right to Buy)	\$8.19							(6)	11/23/2016	Common Stock	11441		11441	D	
Employee Stock Option (Right to Buy)	\$8.58							(7)	2/10/2021	Common Stock	7607		7607	D	
Employee Stock										Common					

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Option (Right to Buy)	\$8.58						(7)	2/10/2021	Stock	41393		41393	D	
Restricted Stock Units	(1)	1/30/2012		A		56000	(8)	(8)	Common Stock	56000	\$ 0	56000	D	

**Explanation of Responses:**

- (1) Each restricted stock unit ("RSU") represents a contingent right to receive one share of INFN common stock.
- (2) The RSUs vest in three equal annual installments beginning on August 5, 2011.
- (3) The option fully vested on December 3, 2010.
- (4) One-half of the shares subject to the option vest on August 3, 2010 with the remaining shares vesting in thirty-six equal monthly installments beginning on September 3, 2010.
- (5) The RSUs vest in three equal annual installments beginning on February 5, 2012.
- (6) The option vests and becomes exercisable in thirty-six equal monthly installments beginning on November 23, 2009.
- (7) The option vests and becomes exercisable in thirty-six equal monthly installments beginning on February 10, 2011.
- (8) The RSUs vest in three equal annual installments beginning on February 5, 2013.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Martin Ronald D C/O INFINERA CORPORATION  140 CASPIAN COURT SUNNYVALE, CA 94089</b>			<b>Senior VP, Worldwide Sales</b>	

**Signatures**

/s/ Michael O. McCarthy III, by Power of Attorney

2/1/2012

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.